

P97000091841

Date: October 20, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/24/97--01021--007

5 ***122.50 ***122.50

Ref: Imagination Homes, Inc.

Ladies/ Gentlemen:

Enclosed please find the Articles of Incorporation, together with one copy of same and my check in the amount of \$122.50. Please file the Articles of Incorporation, issue and return to me a certified copy of same, together with my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Donald C. Bacon
1955 North Tropical Trail
Merritt Island, Florida 32953
Phone: 407-452-1731

Mailing address:
PO Box 541106
Merritt Island, Florida 32954.

FILED
97 OCT 24 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Medeau OCT 27 1997

ARTICLES OF INCORPORATION
OF
IMAGINATION HOMES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Imagination Homes, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2,000 shares at \$1.00 par value, common stock, which shall be designated "Common Shares". 1,000 shares shall be issued initially and 1,000 shares shall be held outstanding.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1955 North Tropical Trail, Merritt Island, Florida 32953, and the name of the initial registered agent of this corporation at that address is: Donald C. Bacon.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never shall be less than one. The name and address of the initial director of this corporation is: Donald C. Bacon, 1955 North Tropical Trail Merritt Island, Florida 32953

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 1955 North Tropical Trail Merritt Island, Florida 32953. The mailing address is: PO Box 541106, Merritt Island, Florida 32954.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is: Donald C. Bacon, 1955 North Tropical Trail, Merritt Island, Florida 32953.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty-One percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

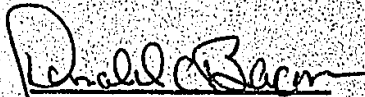
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set forth opposite his name:
Donald C. Bacon - 1000 shares.

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation on this 21st day of October 1998: 1997



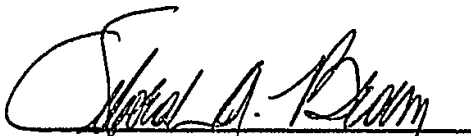
Donald C. Bacon
1955 North Tropical Trail
Merritt Island, Florida 32953

STATE OF FLORIDA
COUNTY OF BREVARD

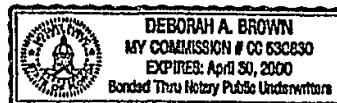
BEFORE ME, a notary public authorized to take acknowledgments in the
State and County set forth above, personally appeared:

DONALD C. BACON, known to me to be the person who executed the
foregoing Articles of Incorporation and he acknowledged before me that he
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid this 21st day of
October, 1998: 1997

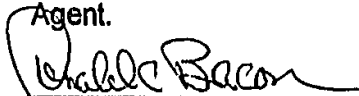


Notary Public, State of Florida



My commission expires:

I, DONALD C. BACON, hereby certify that I am familiar with and accept the
duties and responsibilities as registered agent for said corporation. By
executing this document, I reaffirm that I agree to serve as Registered
Agent.



Donald C. Bacon
1955 North Tropical Trail
Merritt Island, Florida 32953

Mailing address:
PO Box 541106,

Merritt Island, FL 32954

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